

BY-LAWS OF
WEST BRANDYWINE TOWNSHIP MUNICIPAL AUTHORITY

ARTICLE I
THE AUTHORITY

Section 1. Name of the Authority:

The name of the Authority shall be as specified in its Article of Incorporation, to wit: West Brandywine Township Municipal Authority.

Section 2. Seal of the Authority:

The seal of the Authority shall contain the name of the Authority and the year of its incorporation, and shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 3. Office of the Authority:

The office of the Authority shall be at the offices of the Board of Supervisors of West Brandywine Township, Chester County, Pennsylvania, but the Board of the Authority, by proper resolution, may designate any other place as the office of the Authority.

ARTICLE II
OFFICERS

Section 1. Officers:

The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, Assistant Secretary and Assistant Treasurer, to be elected from the members of the Board of the Authority; provided that neither the Secretary nor the Assistant Secretary need be a member of the Board; and provided, further, that the offices of Assistant Secretary and Assistant Treasurer may be occupied by the same person.

EXHIBIT C

section 2. Chairman:

The Chairman shall preside at all meetings of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Authority.

section 3. Vice Chairman:

The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman or the refusal of the Chairman to act; and in case of the resignation or death of the Chairman the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Board of the Authority shall elect a new Chairman.

Section 4. Secretary:

The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Board of the Authority and record all votes. shall keep a record of the proceedings of the Board of the Authority in a minute book of proceedings to be kept for such purpose, and shall perform all duties incident to his office. He shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

Section 5. Treasurer:

The Treasurer shall have the care and custody of all funds of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Board of the Authority may select. The Treasurer shall sign all orders and checks for the payment of money, and shall pay out and disburse such monies under

the direction of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, all such orders and checks shall be countersigned by the Chairman. He shall keep regular books of account showing receipts and expenditures, and shall render to the Board of the Authority at each regular meeting (or more often if requested) an account of his transactions and also of the financial condition of the Authority. He shall give such bond for the faithful performance of his duties as the Board of the Authority may determine.

Section 6. Assistant Secretary:

The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary or the refusal of the secretary to act; and in the case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Board of the Authority shall appoint such Secretary.

Section 7. Assistant Treasurer:

The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer or of the refusal of the Treasurer to act; and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Board of the Authority shall appoint a new Treasurer. The Assistant Treasurer shall give bond similar to that of the Treasurer for the faithful performance of his duties as the Board of the Authority may determine.

Section 8. Additional Duties:

The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board of the Authority or the By-Laws or rules and regulations of the Authority.

Section 9. Election or Appointment:

The Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer shall be elected at the annual meeting of the Board of the Authority and shall hold office for one year or until their successors are elected and qualified. Should any of the aforementioned offices become vacant, the Board of the Authority shall elect a successor at the next regular meeting, or may elect a successor at a special meeting, such election to be for the unexpired term of said office.

Section 10. Additional Personnel:

The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions, as prescribed by the Municipality Authorities Act of 1945, as from time to time amended, and all other laws of the Commonwealth of Pennsylvania applicable thereto. The selection and compensation of such personnel shall be determined by the Board of the Authority subject to the laws of the Commonwealth of Pennsylvania.

Section 11. Bonds:

The Treasurer and the Assistant Treasurer of the Authority shall each give bond in the sum of \$10,000, which bonds shall be approved by the Board of the Authority and the premiums for which shall be paid by the Authority.

ARTICLE III

MEETINGS

Section 1. Annual Meeting:

The annual meeting of the Board of the Authority shall be held on the 1st Thurof January of each year at 7:30 P.M. at the regular meeting place of said Board. In the event such day shall fall on a legal holiday, the annual meeting shall be held on the next succeeding business day.

Section 2. Regular Meetings:

Regular meetings of the Authority shall be held on the 2nd Thursday of each month at 7:30 P.M. at the office of the Authority.

Section 3. Special Meetings:

Special meetings of the Board of the Authority may be held whenever called by the Chairman or by any two of the members of the Board. Notice of any such meeting shall be mailed to each member of the Board, addressed to him at his residence or usual place of business, not later than three (3) days before the day on which the meeting is to be held or be sent to him at such place by telegraph, or be delivered personally, or by telephone, not later than the day before the day on which the meeting is to be held. Except as may otherwise be indicated in the notice of the meeting, any and all business may be transacted at any special meeting.

Section 4. Public Notice of Meetings:

The Secretary shall give public notice of meetings of the Authority by posting on the bulletin board in the abovementioned office of the Authority as follows:

(a) Schedule of regular meetings for each calendar year, designating time and place and

(b) Notice of each special meeting and each re-scheduled meeting at least 24 hours prior to the time of the meeting.

Section 5. Quorum:

At all meetings of the Board of the Authority a majority of the members of the Board shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6. Order of Business:

At the regular meetings of the Board of the Authority the following shall be the order of business:

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| 1. Roll call. | 5. Report of the Treasurer. |
| 2. Reading and approval of minutes of previous meeting. | 6. Report of the Committees. |
| 3. Bills and communications. | 7. Unfinished Business. |
| 4. Report of the Secretary. | 8. New Business. |
| | 9. Adjournment. |

Section 7. Manner of Voting:

The voting on all questions coming before the Board of the Authority upon request of any member shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate.

ARTICLE IV
INDEMNIFICATION

1. The Authority shall indemnify to the fullest extent permitted by law any and all persons who may serve or who have served at any time as an "Employee" of the Authority, as defined in 42 PA C.S.A. §8501 st seq., which includes members of the board and officers of the Authority and their heirs, administrators, successors and assigns, against any and all judgments against such persons in any action, suit, or proceeding in which they, or any of them are made parties or a party by reason of being or having been Employees of the Authority where there is a final judicial determination that the act of the Employee which give rise to the action, suit or proceeding was, or the Employee in good faith reasonably believed that such act was, within the scope of the office or duties of such person; provided the Employee being indemnified shall have given to the Authority timely prior written notice

of the claim of such Employee for such indemnification. For this purpose, notice shall be deemed to be timely if given not later than fourteen (14) days after the commencement of the action resulting in the judgment for which indemnification is claimed.

2. When an action is brought against an Employee and either (a) it is alleged that the act which gave rise to the claim was within the scope of the office or duties of the Employee, or (b) the Board of this Authority determines that such act was within the scope of such office or duties, or the Employee in good faith reasonably believed the act was within the scope of such office or duties, then upon written request of the Employee, made not more than fourteen (14) days after the commencement of the action, the Authority shall defend the action on behalf of the Employee, at its own expense, or at its option, provide independent representation for the Employee, also at the expense of the Authority; and the Authority shall also pay on behalf of ^E such Employee amounts payable in any settlement, which settlement has been approved by a disinterested majority of the Board of the Authority, or in the absence thereof, approved by independent counsel for the Authority.

3. Notwithstanding the foregoing sections of this Resolution, (i) the Authority shall not indemnify an Employee where there is a final judicial determination that, and (ii) the Authority shall not provide any legal defense where the Board of the Authority reasonably determines that, the act of the Employee which gave rise to the action, suit or proceeding constituted a crime, actual fraud, actual malice or willful misconduct.

ARTICLE V
AMENDMENTS

Section 1. Amendments to By-Laws:

The By-Laws of the Authority shall be amended only with the approval of at least a majority of the members of the Board of the Authority at a regular or special meeting.

DULY ADOPTED ON MAY 24, 1995.

WEST BRANDYWINE MUNICIPAL AUTHORITY

By:

Joseph J. Ober Sr

Attest:

May H. Donohue

Ronald M. Swett
William C. Adams
Willie H. [Signature]